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SUPERFUND DIV.
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1999 Bryan Street
Suite 900
Dallas, TX 75201
214.979.1172 tel
www.ctcorporation.com

July 31, 2014

Carl E. Edlund
United States Environmental Protection Agency
1445 Ross Ave., Suite 1200,
Dallas, TX 75202-2733

Re: Wilcox Oil Superfund Site, Bristow, Creek County, Oklahoma // To: Sun Pipe Line Company

Case No.

Dear Sir/Madam:

After checking our records and the records of the State of TX, it has been determined that C T Corporation System is not the registered agent for an entity by the name of Sun Pipe Line Company.

CT was unable to forward.

Very truly yours,

C T Corporation System

Log# 525424418

Sent By Regular Mail

cc: United States Environmental Protection Agency
1445 Ross Ave., Suite 1200,
Dallas, TX 75202-2733

(Returned To)

Carl E. Edlund
United States Environmental Protection Agency
1445 Ross Ave., Suite 1200,
Dallas, TX 75202-2733



712662



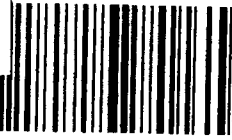
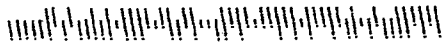
United States
Environmental Protection Agency
Region 6
1445 Ross Ave, Ste 1200
Dallas, Tx 75202-2733

<http://www.epa.gov/region6>
1-800-887-6063

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MAILED FROM ZIP CODE 75202

Registered Agent for Sun Pipe Line
Company
Corporation Service Company
Lawyers Incorporating Service Company
1999 Bryan Street, Suite 900
Dallas Texas 75201



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 6
1445 ROSS AVENUE, SUITE 1200
DALLAS TX 75202-2733

JUL 28 2014

SPECIAL NOTICE LETTER -- URGENT LEGAL MATTER
PROMPT REPLY NECESSARY, CERTIFIED MAIL: 7007 1490 0004 0582 2717
RETURN RECEIPT REQUESTED

Corporation Service Company
Registered Agent for
Sun Pipe Line Company
1999 Bryan Street, Suite 900
Dallas, Texas 75201

Re: Wilcox Oil Superfund Site, Bristow, Creek County, Oklahoma
Request that you fund or perform RI/FS and reimbursement of costs
Special Notice: Please respond with a good-faith offer within 60 days

Dear Sir/Madam:

The purpose of this letter is to invite Sun Pipe Line Company, as a Potentially Responsible Party (PRP), to enter into negotiations with the U.S. Environmental Protection Agency (EPA) to undertake a Remedial Investigation and Feasibility Study (RI/FS) regarding hazardous substance contamination at the Wilcox Oil Superfund Site in Bristow, Creek County, Oklahoma (Site). The EPA has determined that there is a release or a substantial threat of a release of hazardous substance(s) at or from the Site and has identified numerous parties as owner/operators at the Site. Based on your status as an owner/operator, the EPA has determined that you are potentially liable under Section 107(a) of the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA or Superfund), 42 U.S.C. § 9607(a), and are responsible for the cleanup of the Site, including all past costs incurred by the EPA in responding to releases at the Site. The EPA is now contacting you and each PRP to offer an opportunity to enter into negotiations to perform the selected response and resolve the liability for the Site.

Opportunity to Negotiate

On behalf of the EPA, I am offering you this opportunity to enter into negotiations because the EPA believes that Sun Pipe Line Company may be responsible for the cleanup of the Site under the Superfund Law. I have enclosed a "special notice" which explains that responsibility more clearly in Enclosure 1. This notice also explains the purpose of the enclosed Draft Settlement Agreement and Order on Consent in Enclosure 2 and the enclosed Draft Statement of Work, which is Enclosure 3. A summary of past costs can be found in Enclosure 4. A list of all parties receiving this letter is contained in Enclosure 5. Enclosure 6 includes one document as an example showing evidence that you owned, operated, or leased at the Wilcox Oil Superfund Site.

Within fourteen (14) days of the receipt of this letter, I ask you to contact the EPA Superfund Cost Recovery Enforcement Officer, Mr. Lance Nixon at (214) 665-2203 or nixon.lance@epa.gov, or have your attorney contact the EPA Assistant Regional Counsel, Marvin Benton, at (214) 665-3190 or benton.marvin@epa.gov, and let the EPA know whether you plan to enter into on-going, good-faith negotiations to enter into a settlement agreement with the EPA to perform a Remedial Investigation and Feasibility Study at the Site.

My staff will be available to explain the Superfund program and special notice process to you and respond to any concerns and questions you may have. If you or your attorney have legal questions, please call Mr. Benton at (214) 665-3190. If you have technical questions about the Site, please contact the Remedial Project Manager, Mr. Bart Canellas, at (214) 665-6662. If you have any other questions, please contact Mr. Nixon at the number above.

We look forward to working with you during the coming months.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Carl E. Edlund, Acting". The signature is stylized with a large, looped initial "C" and "E".

Carl E. Edlund, P.E.
Director
Superfund Division

Enclosures

ENCLOSURE 1

**SPECIAL NOTICE REGARDING REMEDIAL INVESTIGATION
AND FEASIBILITY STUDY**

ENCLOSURE 1

SPECIAL NOTICE REGARDING REMEDIAL INVESTIGATION AND FEASIBILITY STUDY WILCOX OIL SUPERFUND SITE BRISTOW, CREEK COUNTY, OKLAHOMA

This Special Notice is from the U.S. Environmental Protection Agency (EPA). This notice says you may be liable for the costs of the cleanup of hazardous substances released into the environment at the Wilcox Oil Superfund Site (Site) which is located in Bristow, Creek County, Oklahoma.

This notice provides you with information in four categories:

1. First, this notice tells you that you may be liable for the cleanup of hazardous substances, including organic compounds (poly aromatic hydrocarbons) and metals identified as Contaminates of Potential Concern at the Wilcox Oil Superfund Site. Specific compounds include, 2-Methylnaphthalene, Benzo (ghi) perylene, Benzo (a) anthracene, Benzo (a) pyrene, Chrysene, Pyrene, arsenic, barium, chromium, copper, lead, nickel, thallium, and zinc. This notice is issued under the Comprehensive Environmental Response, Compensation, and Liability Act, which is abbreviated as "CERCLA." CERCLA is also known as Superfund.
2. Second, this notice asks you to pay certain costs and/or to finance or perform a Remedial Investigation and Feasibility Study (RI/FS) regarding the hazardous substance contamination on the Site under a settlement agreement with the EPA. The purpose of the Remedial Investigation is to determine the nature and extent of contamination and any threat to the public health, welfare, or the environment caused by the release or threatened release of hazardous substances, pollutants or contaminants at or from the Site. The purpose of the Feasibility Study is to determine and evaluate alternatives for remedial action to prevent, mitigate or otherwise respond to or remedy any release or threatened release of hazardous substances, pollutants, or contaminants at or from the Site.
3. Third, this notice requests that you respond within 14 days from your receipt of this notice on whether you wish to be added to the on-going negotiations to enter into a settlement to conduct or finance the RI/FS.
4. Fourth, this notice explains that the EPA will consider any party's ability to pay in determining an appropriate settlement amount and/or performance of the RI/FS.

BACKGROUND

The Site consists of the former Lorraine/Wilcox Refinery located in Bristow, Creek County, Oklahoma. The property was utilized by two different refineries with overlapping boundaries from 1915 to 1965. The Site includes remnants of former oil refining operations and tank farms. The Site has three major former operational areas and product storage areas. An active railroad divides the two former processing areas and product storage areas. Most of the refinery structures and tanks have been removed or are in ruins. The tank farm covers approximately 80 acres and has a number of refinery waste source areas of concern, including, a backfilled oily waste pond, a breached settling pond, a backfilled oily waste pit, a former pond apparently backfilled with solid refinery waste, and a number of tank bottoms. Groundwater containing oily waste liquid of a hydrocarbon nature is currently leaching into drainage ditches and surface waters at the Site. The results of samples collected observed releases to shallow ground water, surface water, sediment and subsurface soils. The results indicated high concentration of petroleum hydrocarbons, lead, and poly aromatic hydrocarbons in oily waste at numerous locations on Site. There are high concentrations of lead throughout the Site. There are multiple areas of stressed vegetation, barren areas, and visible black tarry waste of a hydrocarbon nature throughout the 125-acre Site.

I. NOTICE THAT YOU MAY BE LIABLE

CERCLA says that four types of persons (entities) are liable for cleaning up (or paying the EPA to clean up) hazardous substances that have been released. The four types of liable persons are:

1. Persons who now own the place where the hazardous substance was released;
2. Persons who once owned or operated the place where the hazardous substance was released during the time when the hazardous substance was disposed of;
3. Persons who arranged for disposal or treatment of hazardous substances at the place where the hazardous substance was released; or
4. Persons who selected the place where the hazardous substance was released as a disposal site and transported the hazardous substances to that place.

The EPA's term for these persons is Potentially Responsible Parties or PRPs.

You may want to read the section of the CERCLA law, which tells which persons are liable for the cost of cleaning up hazardous substances. CERCLA can be found in Title 42 of the United States Code (U.S.C.) in Sections 9601 through 9675. The part of CERCLA which tells about these responsible parties can be found at Section 9607. Definitions of terms used in CERCLA can be found in Section 9601. Section 9607 is sometimes called Section 107, the section number which it has in the act of Congress.

Records which we have on hand indicate that you generated or transported hazardous substances to the Wilcox Oil Superfund Site. Accordingly, you may be a potentially responsible party (PRP) under the Superfund law. The EPA invites you to take stock of the evidence and to enter into the enclosed AOC for RI/FS on the Site in order to settle your liability with the EPA with respect to this matter.

II NEGOTIATION PERIOD AND MORATORIUM REGARDING CERTAIN ACTIVITY AT THE SITE

The EPA has determined that use of the special notice procedures specified in CERCLA Section 122(e), 42 U.S.C. § 9622(e), may facilitate a settlement between the EPA and the PRPs the EPA has thus far identified. Therefore, pursuant to CERCLA Section 122(e)(2)(C), 42 U.S.C. § 9622(e)(2)(C), this notice offers you the opportunity to negotiate a settlement, to conduct an RI/FS at the Site. The settlement will provide for you and other PRPs to: (1) conduct or finance the RI/FS activities required for the Site, and (2) reimburse the EPA for costs to be incurred in overseeing the PRPs' performance of the RI/FS.

If settlement is reached between the EPA and the PRPs, the settlement will be embodied in an AOC to be issued by the Superfund Division Director, EPA Region 6.

A draft AOC, written specifically for the Site, and a draft Statement of Work (SOW) for the RI/FS activities are enclosed (Enclosure 2 and 3, respectively). An electronic version of the draft AOC and SOW may be obtained from EPA Assistant Regional Counsel Mr. Marvin Benton at (214) 665-3190.

III PLEASE RESPOND WITHIN 14 DAYS OF YOUR RECEIPT OF THIS LETTER

Please use the enclosed draft AOC and draft SOW to assist you in determining whether you wish to negotiate a settlement to conduct the RI/FS and for reimbursing the EPA for future oversight costs. Please provide in writing a statement that you are willing to negotiate the performance and/or financing of the RI/FS in a manner consistent with the EPA's draft SOW and draft AOC and that you are also willing to negotiate the means to reimburse the EPA for response costs to be incurred in overseeing the PRPs performance of the RI/FS.

If the EPA determines that you have not submitted a statement within the 14-day period, the EPA may, thereafter, terminate its offer inviting you to the negotiation moratorium period pursuant to Subsection 122(e)(4) of CERCLA, 42 U.S.C. § 9622(e)(4), and commence such response activities or enforcement actions as may be appropriate.

Please mail, fax or email your statement to Mr. Marvin Benton at the following address:

Marvin Benton
Assistant Regional Counsel (6RC-S)
U.S. Environmental Protection Agency
Region 6
1445 Ross Avenue
Dallas, TX 75202-2733
(214) 665-3190
FAX (214) 665-6460
E-mail: benton.marving@epa.gov

ENCLOSURE 2

DRAFT SETTLEMENT AGREEMENT AND ORDER ON CONSENT

UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY
REGION 6

IN THE MATTER OF:
Wilcox Oil SUPERFUND SITE
Bristow, Oklahoma

ADMINISTRATIVE ORDER ON
CONSENT FOR REMEDIAL
INVESTIGATION/FEASIBILITY STUDY

See Appendix A for List of Respondents,
Respondents

U.S. EPA Region 6
CERCLA Docket No. _____

Proceeding under Sections 104, 107 and 122
of the Comprehensive Environmental
Response, Compensation, and Liability Act,
as amended, 42 U.S.C. §§ 9604, 9607 and
9622.

ADMINISTRATIVE SETTLEMENT AGREEMENT AND ORDER ON CONSENT
FOR REMEDIAL INVESTIGATION/FEASIBILITY STUDY

I. JURISDICTION AND GENERAL PROVISIONS

1. This Administrative Settlement Agreement and Order on Consent ("Settlement Agreement") is entered into voluntarily by the United States Environmental Protection Agency ("EPA") and the Respondents listed in Appendix A, incorporated by reference herein ("Respondents"). The Settlement Agreement concerns the preparation and performance of a remedial investigation and feasibility study ("RI/FS") at the Wilcox Oil Superfund Site ("Site"), located at in the N ½ of the NW ¼ of S29 T16N R9E and the SW ¼ of the SW ¼ of S20 T16N R9E in Creek County, Oklahoma and the reimbursement for future response costs incurred by EPA in connection with the RI/FS.

2. This Settlement Agreement and Order on Consent is issued under the authority vested in the President of the United States by Sections 104, 107 and 122 of the Comprehensive Environmental Response, Compensation, and Liability Act, as amended, 42 U.S.C. §§ 9604, 9607 and 9622 ("CERCLA"). This authority was delegated to the Administrator of EPA on January 23, 1987, by Executive Order 12580, 52 Fed. Reg. 2926 (Jan. 29, 1987), and further delegated to Regional Administrators on May 11, 1994, by EPA Delegation Nos. 14-14-C and 14-14-D. This authority was further redelegated by the Regional Administrator of EPA Region 6 to the Superfund Division Director by EPA Delegation No. R6-14-14-C (August 4, 1995).

3. In accordance with Sections 104(b)(2) and 122(j)(1) of CERCLA, 42 U.S.C. §§

9604(b)(2) and 9622(j)(1), EPA notified the Federal and State natural resource trustees on July 16, 2014 of negotiations with potentially responsible parties regarding the release of hazardous substances that may have resulted in injury to the natural resources under Federal and State trusteeship.

4. EPA and Respondents recognize that this Settlement Agreement and Order on Consent has been negotiated in good faith and that the actions undertaken by Respondents in accordance with this Order do not constitute an admission of any liability. Respondents do not admit, and retain the right to controvert in any subsequent proceedings other than proceedings to implement or enforce this Settlement Agreement and Order on Consent, the validity of the findings of fact, conclusions of law and determinations in Sections V and VI of this Settlement Agreement and Order on Consent. Respondents agree to comply with and be bound by the terms of this Order and further agree that they will not contest the basis or validity of this Settlement Agreement and Order on Consent or its terms.

~~II. PARTIES BOUND~~

5. This Settlement Agreement and Order on Consent applies to and is binding upon EPA and upon Respondents and their heirs, successors and assigns. Any change in ownership or corporate status of a Respondent including, but not limited to, any transfer of assets or real or personal property shall not alter such Respondent's responsibilities under this Settlement Agreement.

~~6. Respondents are jointly and severally liable for carrying out all activities required by~~
this Settlement Agreement and Order on Consent. In the event of the insolvency or other failure of any one or more Respondents to implement the requirements of this Settlement Agreement and Order on Consent, the remaining Respondents shall complete all such requirements.

7. Respondents shall ensure that their contractors, subcontractors, and representatives receive a copy of this Settlement Agreement and Order on Consent and comply with this Settlement Agreement and Order on Consent. Respondents shall be responsible for any noncompliance with this Settlement Agreement and Order on Consent.

8. Each undersigned representative of Respondents certifies that he or she is fully authorized to enter into the terms and conditions of this Settlement Agreement and Order on Consent and to execute and legally bind Respondents to this Settlement Agreement and Order on Consent.

III. STATEMENT OF PURPOSE

9. In entering into this Settlement Agreement and Order on Consent, the objectives of EPA and Respondents are: (a) to determine the nature and extent of contamination and any threat to the public health, welfare, or the environment caused by the release or threatened release of hazardous substances, pollutants or contaminants at or from the Site, by conducting a Remedial Investigation as more specifically set forth in the Statement of Work ("SOW") attached as